



**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: April 14, 2014**

A handwritten signature in black ink that reads "Tony M. Davis".

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**TONY M. DAVIS**  
**UNITED STATES BANKRUPTCY JUDGE**

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UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

In Re:

FIRED UP, INC.

Debtor.

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§

Case No. 14-10447-tmd  
(Chapter 11)

**SECOND INTERIM ORDER ON**  
**EMERGENCY MOTION PURSUANT TO 11 U.S.C. § 363 FOR AUTHORITY TO USE,**  
**SELL, OR LEASE CASH COLLATERAL IN THE ORDINARY COURSE, PROVIDE**  
**ADEQUATE PROTECTION AND FOR PRELIMINARY HEARING**

CAME ON TO BE HEARD on April 11, 2014, the second interim hearing on Debtor's Emergency Motion Pursuant to 11 U.S.C. §363 for Authority to Use, Sell or Lease, Cash Collateral in the Ordinary Course and Provide Adequate Protection. The Court finds that it should enter the following order.

IT IS THEREFORE ORDERED AS FOLLOWS:

1. The Debtor is hereby authorized to use cash collateral to pay its usual and necessary

- operating expenses as set forth on the attached budget pending the final hearing on this motion; provided, however, that no professional fees shall be paid absent approval of the court.
2. All parties with an interest in cash collateral are granted a replacement lien to the same extent, priority and validity as their pre-petition liens.
  3. The Court will conduct a final hearing on the Motion on May 1, 2014 at 1:30 p.m. before the United States Bankruptcy Court, 903 San Jacinto, Courtroom No. 1, Austin, TX 78701. Any objections to the relief requested shall be filed on or before April 25, 2014 and shall be served on the latest version of the Debtor's Master Limited Service List.
  4. Debtor shall be responsible for notice.

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Order Submitted By:

Stephen W. Sather  
Barron & Newburger, P.C.  
1212 Guadalupe, Suite 104  
Austin, TX 78701

<b>Fired Up, Inc. dba Johnny Carino's</b>						
<b>Summary of All Units</b>						
<b>Four Month Budget -18 weeks</b>						
	<b>5 Week</b>	<b>4 Week</b>	<b>4 Week</b>	<b>5 Week</b>		
	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>		
<b>Summary of All Units</b>	<b>April 30, 2014</b>	<b>May 28, 2014</b>	<b>June 25, 2014</b>	<b>July 30, 2014</b>	<b>Total</b>	<b>%</b>
Guest Counts	618,910	524,790	486,768	567,139	2,197,608	
Food Sales	8,069,479	6,845,166	6,354,827	7,406,794	28,676,265	84.8%
Beverage Sales	574,275	487,318	451,601	525,999	2,039,193	6.0%
Food & Beverage Sales	8,643,754	7,332,484	6,806,428	7,932,793	30,715,459	90.8%
Liquor Sales	320,177	270,931	251,544	291,770	1,134,422	3.4%
Beer Sales	161,552	136,815	127,177	147,947	573,492	1.7%
Wine Sales	389,934	331,117	307,724	358,242	1,387,016	4.1%
Total Alcohol Sales	871,663	738,863	686,444	797,959	3,094,929	9.2%
Gross Sales	9,515,417	8,071,347	7,492,872	8,730,752	33,810,388	100.0%
Food Comps	871,874	741,581	686,879	798,892	3,099,226	9.2%
Alcohol Comps	0	0	0	0	0	0.0%
Employee Discounts	64,333	54,546	50,804	58,825	228,508	0.7%
BOGs	8,618	7,268	6,657	7,629	30,172	0.1%
Coupons	82,956	70,643	65,801	77,179	296,580	0.9%
Guest Loyalty	30,511	25,793	23,847	27,778	107,928	0.3%
Total Comps	1,058,293	899,831	833,987	970,304	3,762,415	11.1%
Net Sales	8,457,124	7,171,516	6,658,885	7,760,448	30,047,973	88.9%
Meat	237,876	201,785	187,331	218,341	845,334	2.9%
Seafood	146,230	124,044	115,158	134,221	519,652	1.8%
Poultry	269,805	228,870	212,475	247,648	958,797	3.3%
Produce	242,452	205,666	190,934	222,541	861,593	3.0%
Dairy	282,432	239,581	222,419	259,238	1,003,669	3.5%
Bakery	168,707	143,110	132,859	154,852	599,528	2.1%
Pasta	155,700	132,077	122,616	142,913	553,305	1.9%
Sauces	141,605	120,120	111,516	129,976	503,217	1.8%
Oils	83,141	70,526	65,474	76,313	295,454	1.0%
Desserts	59,731	50,669	47,039	54,826	212,265	0.7%
Other Food	314,710	266,961	247,838	288,865	1,118,374	3.9%
Other	0	0	0	0	0	0.0%
Total Food Cost	2,102,386	1,783,409	1,655,659	1,929,734	7,471,188	26.1%
NA Beverage	101,647	86,255	79,933	93,102	360,937	17.7%
Total Food & Beverage Costs	2,204,033	1,869,665	1,735,592	2,022,835	7,832,125	25.5%

Summary of All Units	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total	%
Liquor	54,110	45,787	42,511	49,309	191,717	16.9%
Beer	57,351	48,569	45,148	52,521	203,590	35.5%
Wine	134,524	114,232	106,162	123,590	478,508	34.5%
Total Alcohol Costs	245,985	208,589	193,821	225,421	873,815	28.2%
Total Cost of Sales	2,450,018	2,078,254	1,929,413	2,248,256	8,705,940	25.7%
Hostess	103,559	87,892	81,862	95,396	368,710	1.1%
Foodserver	258,167	219,450	204,166	238,938	920,722	2.7%
Tender	98,431	83,642	77,666	90,097	349,836	1.0%
Bartender	73,679	62,613	58,231	68,129	262,652	0.8%
Curbside/To Go	53,092	45,073	41,964	48,368	188,497	0.6%
Catering	65,427	55,574	51,659	59,936	232,597	0.7%
Dining Room Expo	0	0	0	0	0	0.0%
Key Staff	38,825	33,104	30,384	35,509	137,822	0.4%
Dining Room Training	46,442	39,344	36,642	42,823	165,251	0.5%
Total Dining Room Labor	737,622	626,693	582,575	679,196	2,626,086	7.8%
Kitchen	829,617	703,881	653,355	761,754	2,948,607	8.7%
Steward	198,824	168,726	156,458	182,279	706,286	2.1%
Kitchen Training	19,700	16,742	15,675	18,363	70,479	0.2%
Total Kitchen Labor	1,048,140	889,349	825,488	962,395	3,725,372	11.0%
Meetings	9,932	8,413	7,808	9,128	35,280	0.1%
Total Wages	1,795,694	1,524,455	1,415,871	1,650,719	6,386,739	18.9%
MIT/Incentive Credits	0	0	0	0	0	0.0%
Manager Salaries	568,690	454,952	454,952	568,690	2,047,285	6.1%
Total Manager Salaries	568,690	454,952	454,952	568,690	2,047,285	6.1%
Staff Incentives	560	448	448	560	2,015	0.0%
Payroll Taxes	378,978	321,395	298,813	348,228	1,347,414	4.0%
Total Labor Expense	2,743,922	2,301,250	2,170,083	2,568,197	9,783,453	28.9%
Rebates	(35,284)	(28,227)	(28,227)	(35,284)	(127,022)	-0.4%
Fuel Charge	6,988	5,935	5,679	6,504	25,106	0.1%
Inventory Reserve Adjustment	0	0	0	0	0	0.0%
Supplies	108,208	92,141	85,316	99,968	385,634	1.1%
Catering Supplies	32,972	27,906	25,861	29,997	116,736	0.3%
China	11,482	9,742	8,964	10,465	40,654	0.1%
Glassware	5,818	4,939	4,534	5,297	20,588	0.1%
Silverware	8,679	7,381	6,817	7,921	30,799	0.1%
TakeOut	82,696	70,156	65,205	75,722	293,778	0.9%
Chemicals	50,679	43,257	40,037	46,760	180,734	0.5%

Summary of All Units	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total	%
Supply Rebates	0	0	0	0	0	0.0%
Uniforms	5,392	5,392	5,392	5,392	21,566	0.1%
Tableware / Menus	2,393	2,393	2,393	2,393	9,573	0.0%
Linen	55,422	46,817	43,439	50,731	196,409	0.6%
Total Restaurant Expense	335,445	287,831	265,410	305,866	1,194,553	3.5%
Telephone Expense	36,116	36,116	36,116	36,116	144,464	0.4%
WC Insurance - Fixed	22,500	22,500	22,500	22,500	90,000	0.3%
WC Insurance - Variable	5,000	5,000	5,000	5,000	20,000	0.1%
Fixed Rental	35,425	28,340	28,340	35,425	127,528	0.4%
Exterminator Expense	12,514	10,011	10,011	12,514	45,050	0.1%
R&M Variable - Electrical	12,152	10,312	9,568	11,060	43,092	0.1%
R&M Variable - Plumbing	16,893	14,314	13,222	15,375	59,803	0.2%
R&M Variable - HVAC	5,455	4,658	4,377	5,067	19,557	0.1%
R&M Variable - Equipment	61,499	51,985	47,866	56,352	217,702	0.6%
R&M Variable - Other	29,642	25,201	23,174	27,096	105,114	0.3%
Janitorial	61,015	52,038	48,476	56,391	217,920	0.6%
Maint Contracts	100,399	100,399	100,399	100,399	401,595	1.2%
Utilities Expense - Electric	170,701	161,677	188,439	200,284	721,100	2.1%
Utilities Expense - Water	58,411	58,411	58,411	58,411	233,643	0.7%
Utilities Expense - Gas	78,225	78,225	78,225	78,225	312,902	0.9%
Security Expense	18,108	18,108	18,108	18,108	72,433	0.2%
Total Facility Expense	724,054	677,296	692,232	738,323	2,831,905	8.4%
Office Expense	9,864	9,864	9,864	9,864	39,458	0.1%
Credit Card Chargebacks	627	627	627	627	2,508	0.0%
Bad Debt	0	0	0	0	0	0.0%
Misc/Delivery/Customer Relations	899	899	899	899	3,596	0.0%
Sales Tax	13,707	11,680	10,832	12,625	48,843	0.1%
Dues and Subscriptions Exp	320	320	320	320	1,280	0.0%
Community Interaction	4,129	4,129	4,129	4,129	16,516	0.0%
Parking Expense	0	0	0	0	0	0.0%
Misc. Income	(26,893)	(22,813)	(21,029)	(24,592)	(95,326)	-0.3%
Gift Certificates	2,025	2,025	2,025	2,025	8,100	0.0%
Petty Cash Expense	0	0	0	0	0	0.0%
Total Other Expenses	4,678	6,732	7,667	5,897	24,974	0.1%
Total Controllable Expense	6,258,117	5,351,363	5,064,805	5,866,540	22,540,825	66.7%
Net Operating Income	2,199,007	1,820,153	1,594,079	1,893,908	7,507,148	22.2%
Vacation Pay	16,066	13,594	12,613	14,584	56,856	0.2%
Staff Benefits	1,735	1,388	1,388	1,735	6,247	0.0%
Manager Bonus	73,370	58,696	58,696	73,370	264,130	0.8%
Manager Benefits	78,692	66,900	62,516	72,756	280,864	0.8%
Total Bonus & Benefits	169,863	140,578	135,213	162,444	608,098	1.8%

Summary of All Units	April 30, 2014	May 28, 2014	June 25, 2014	July 30, 2014	Total	%
Credit Card Fees	151,386	128,297	119,237	139,042	537,962	1.6%
Marketing	63,399	53,807	49,998	58,289	225,493	0.7%
Liquor Tax	44,614	37,799	34,980	40,438	157,830	0.5%
Non-Controllable Misc. Exp	692	692	692	692	2,769	0.0%
Licenses Expense	7,100	7,100	7,100	7,100	28,399	0.1%
Bank Charges	3,420	3,420	3,420	3,420	13,680	0.0%
Other Insurance Expense	60,750	60,750	60,750	60,750	243,000	0.7%
Non-Controllable G&A Expense	331,361	291,864	276,177	309,731	1,209,132	3.6%
Rent or Lease Expense	643,780	643,780	643,780	643,780	2,575,119	7.6%
Property Tax	156,325	156,325	156,325	156,325	625,301	1.8%
Total Other Non-Controllable	800,105	800,105	800,105	800,105	3,200,420	9.5%
Interest Expense	0	0	0	0	0	0.0%
Depreciation Expense	209,259	167,407	167,407	209,259	753,332	2.2%
Net Income	688,420	420,199	215,177	412,369	1,736,165	5.1%
Add back Depreciation	209,259	167,407	167,407	209,259	753,332	2.2%
Operating Cash Flow from Stores	897,679	587,606	382,584	621,628	2,489,497	7.4%
Less G&A	452,519	436,383	436,383	475,194	1,800,478	5.3%
Net Cash Flow	445,160	151,223	(53,798)	146,434	689,019	2.0%

**Fired Up, Inc. dba Johnny Carino's**  
**General & Administrative - Corporate Level**  
**Four Month Budget -18 weeks**

	<b>5 Week</b>	<b>4 Week</b>	<b>4 Week</b>	<b>5 Week</b>	
	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	
	<b>April 30, 2014</b>	<b>May 28, 2014</b>	<b>June 25, 2014</b>	<b>July 30, 2014</b>	<b>Total</b>
Projected G&A					
Royalties	225,000	190,000	190,000	225,000	830,000
Total Franchise Revenue	225,000	190,000	190,000	225,000	830,000
Corporate Compensation	98,714	78,971	78,971	98,714	355,369
Operations Compensation	140,240	112,192	112,192	140,240	504,865
Bonuses	12,500	10,000	10,000	12,500	45,000
Payroll Taxes	17,602	14,081	14,081	17,602	63,366
Vacation	19,000	19,000	19,000	19,000	76,000
Employee Benefits	2,000	2,000	2,000	2,000	8,000
G&A - Compensation	290,056	236,245	236,245	290,056	1,052,601
Airfare	4,300	4,300	4,300	4,300	17,200
Lodging	9,000	9,000	9,000	9,000	36,000
Meals	2,200	2,200	2,200	2,200	8,800
Mileage/Gas/Parking	12,900	12,900	12,900	12,900	51,600
Auto Rental	1,300	1,300	1,300	1,300	5,200
Car Allowance	9,500	9,500	9,500	9,500	38,000
Entertainment / Gifts					-
G&A - T&E	39,200	39,200	39,200	39,200	156,800
Bad Debt					-
Bank charges	12,500	12,500	12,500	12,500	50,000
Gift Card Fees	2,500	2,500	2,500	2,500	10,000
Insurance	70,000	70,000	70,000	70,000	280,000
Misc Exps	100	100	100	100	400
Closed Store Expenses	60,000	60,000	60,000	60,000	240,000
Non Income Based Taxes					-
Penalties					-
Sales Tax Discount	-	-	-	-	-
Other income	-	-	-	-	-
G&A - Finance	145,100	145,100	145,100	145,100	580,400
BOD Expense					-
Charitable Contributions					-
Computer/IT Expenses	35,000	35,000	35,000	35,000	140,000
Dues & Subscriptions	483	483	483	483	1,933
Licenses	167	167	167	167	667

**Fired Up, Inc. dba Johnny Carino's**  
**General & Administrative - Corporate Level**  
**Four Month Budget -18 weeks**

	<b>5 Week</b>	<b>4 Week</b>	<b>4 Week</b>	<b>5 Week</b>	
	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	
	<b>April 30, 2014</b>	<b>May 28, 2014</b>	<b>June 25, 2014</b>	<b>July 30, 2014</b>	<b>Total</b>
Research and Development	300	300	300	300	1,200
Franchise Exps					-
Corporate Rebates	(2,000)	(2,000)	(2,000)	(2,000)	(8,000)
G&A - General	33,950	33,950	33,950	33,950	135,800
Rent	-	2,000	2,000	2,000	6,000
Property Taxes	-	-	-	-	-
Utilities		1,000	1,000	1,000	3,000
Telephone	8,000	8,000	8,000	8,000	32,000
R&M Variable	-	-	-	-	-
Fixed Rental	3,500	3,500	3,500	3,500	14,000
Freight & Postage	2,400	2,400	2,400	2,400	9,600
Office Expenses	8,000	8,000	8,000	8,000	32,000
G&A - Facilities	21,900	24,900	24,900	24,900	96,600
Marketing	-	-	-	-	-
Corporate Menu Expenses	5,000	5,000	5,000	5,000	20,000
G&A - Marketing	5,000	5,000	5,000	5,000	20,000
Accounting Expenses	5,000	5,000	5,000	5,000	20,000
Consulting Fees	9,653	9,653	9,653	9,653	38,612
Legal and Professional Expense	100,000	100,000	100,000	100,000	400,000
United States Trustee	325	-	-	20,000	20,325
G&A - Professional Fees	114,978	114,653	114,653	134,653	478,937
Personal Development					-
Uniforms					-
Meetings / Seminars	500	500	500	500	2,000
Relocation Expense	8,000	8,000	8,000	8,000	32,000
Training Expenses	1,000	1,000	1,000	1,000	4,000
Recruiting	2,500	2,500	2,500	2,500	10,000
Bonuses-Mgr Training	-	-	-	-	-
MIT Salaries	15,000	15,000	15,000	15,000	60,000
401K-Employer Matching	335	335	335	335	1,340
G&A - People	27,335	27,335	27,335	27,335	109,340
Total General and administrative	677,519	626,383	626,383	700,194	2,630,478
(Gain)loss sale of assets	-	-	-	-	-



**Fired Up, Inc. dba Johnny Carino's**  
**General & Administrative - Corporate Level**  
**Four Month Budget -18 weeks**

	<b>5 Week</b>	<b>4 Week</b>	<b>4 Week</b>	<b>5 Week</b>	
	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	<b>Period Ended</b>	
	<b>April 30, 2014</b>	<b>May 28, 2014</b>	<b>June 25, 2014</b>	<b>July 30, 2014</b>	<b>Total</b>
Amortization Expense	93	93	93	93	372
Corporate Depreciation	14,780	14,780	14,780	14,780	59,120
Total Deprecuation and Amortiza	14,873	14,873	14,873	14,873	59,492
Interest Expense (corp only)					
Interest Income	-	-	-	-	-
Interest expense, net	-	-	-	-	-
State Tax expense					-
Total G&A	467,392	451,256	451,256	490,067	1,859,970
G&A less Depr	452,519	436,383	436,383	475,194	1,800,478